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Tarrant County Texas

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Mary Louise Garcia

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AMENDMENT, RATIFICATION AND EXTENSION OF OIL AND GAS LEASE

THE STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, on **January 18th, 2008**, an Oil and Gas Lease was entered into by and between **Adventura Construction, Inc.**, as Lessor(s), whose address is listed as 4612 Ridgecrest Drive, Arlington, Texas 76017 and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as **D208174767**; and,

WHEREAS, the property is described as follows:

Tract One:

0.182 acres of land, more or less, being more particularly described as Lot 3, Block 1, Ledbetter Park Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Cabinet A, Slide 8018, Plat Records, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

Tract Two:

0.198 acres of land, more or less, being more particularly described as Lot 12, Block 3, Avon Hill Estates, an addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Volume 388-67, Page 4, Plat Records of Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

WHEREAS, all of the rights, title and interest in said Lease were ultimately assigned to and acquired by Chesapeake Exploration, LLC, whose address is 6100 N Western Ave, Oklahoma City, Oklahoma 73118 ("Lessee"); and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below; and,

WHEREAS, this Amendment, Ratification and Extension of the above described Oil and Gas Lease is only intended to apply to the property hereinabove described as Tract Two; and,

WHEREAS, Tract Two only, as described above, is now owned by **Ricardo Calzada**; and,

WHEREAS, at this time Lessee, its heirs and assigns, desires to have Ricardo Calzada adopt, ratify and confirm said Lease and all of the terms and provisions thereto; and,

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional eighteen (18) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to July 18, 2012 and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled there with, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

NOW, THEREFORE, for adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease as fully and completely as if the undersigned had originally executed, acknowledged and delivered the same to Lessee, as of the Effective Date set forth herein.

The undersigned hereby further declares that the Lease in all of its terms and provisions, is a valid and subsisting oil and gas lease, and declares that the terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 17th day of January, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor(s) herein.

Lessor(s):

By: Ricardo Calzada
Ricardo Calzada

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENT

STATE OF TEXAS

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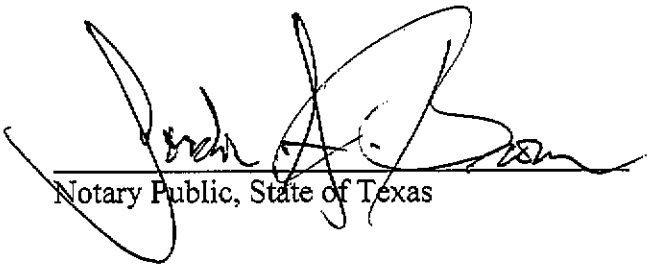
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COUNTY OF TARRANT

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This foregoing instrument was acknowledged before me on the 17th day of JANUARY 2011, by Ricardo Calzada.




Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2011, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2011, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____